

## **FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE (FOCI) Cover Sheet**

The University of California (University) has determined that performance of the work described in this solicitation will require access to classified information, unescorted access to security areas, access to special nuclear materials (SNM), or generation of classified matter. For each of these circumstances DOE requires that the University obtain disclosures of any foreign ownership, control, or influence (FOCI) over the proposed Subcontractor and all tier-parent firms, including the ultimate parent firm, and any proposed lower-tier subcontractor firms, including all of their tier-parent firms and the ultimate parent.

To provide the information needed by DOE for the FOCI determination process, the Offeror whose proposal is selected for award must submit to the University completed FOCI Representations and Certifications, together with supporting information, for itself, all tier- parent firms, all lower-tier subcontractors associated with the proposed subcontract, and all the lower-tier subcontractor tier-parent firms.

Attached are the following forms to assist you in this effort (these forms may be reproduced).

1. Summary FOCI Data Sheet (Part I) and FOCI Submittal Package Checklist (Part II)
2. Certificate Pertaining to Foreign Interest
3. Guide to Completing Certificate Pertaining to Foreign Interest\*
4. U. S. Department of Energy List of Sensitive Countries \*
5. List of Owners, Officers, Directors, & Executive Personnel (OODEP)
6. Representative of Foreign Interest (RFI) Statement
7. Shareholders

\* These forms are provided for assistance and need not be submitted as part of your FOCI certification package.

**P     If your firm (or any tier-parent firm, or any lower-tier subcontractor firm or their tier parent) possesses a current DOE or DOD Facility Clearance, contact the LANL Procurement Specialist for additional instructions before completing the attached forms.**

### **Remember:**

- Individual FOCI Representations and Certifications documentation is required for the offeror and each tier parent firm, including the Ultimate Parent.
- The FOCI List of Owners, Officers, Directors, & Executive Personnel (OODEPs) form is required for the offeror and each tier-parent firm, including the ultimate parent.
- Each form must be signed by an officer of the entity listed on the OODEP List.
- The University requires **two copies** of the submission package for **each** firm reported, including the Offeror, each tier-parent firm(s), and the ultimate parent.

Solicitation No.

FOCI Submittal For

Offeror

## **FOREIGN OWNERSHIP, CONTROL OR INFLUENCE**

### **PART I Summary FOCI Data Sheet**

Provide responses to the questions identified below (supplemental pages may be attached to provide complete and accurate responses).

1. Type of business structure.  
☐ Corporation; ☐ College/University; ☐ Limited Liability Company; ☐ Sole Proprietorship;  
☐ Limited Partnership; ☐ General Partnership; ☐ Other (specify)
2. Exact (legal) name as specified in charter.
3. All other names used (i.e., dba [doing business as], aka [also known as]).
4. State or other jurisdiction of incorporation or organization
5. Date of incorporation or organization
6. Stock ownership: ☐ privately held, ☐ publicly traded.
  - a. Class(es) of stock
  - b. Number of shares authorized of each class of stock
  - c. Number of shares issued of each class of stock
  - d. Explain the difference(s) between each class of stock, to include voting rights.
  - e. Is cumulative voting authorized? ☐ Yes ☐ No

7. Current physical (street) address for the principal executive offices, individual point of contact and phone/fax numbers for FOCI matters, and the organization's facility security officer and phone number.

**Physical (street) address**

**Facility security officer**

**Phone/fax**

8. List all company names and/or address changes, and the date(s) of such change(s), for the principal executive offices during the past 10 years.
9. List legal name(s) of all tier parent organizations, if applicable.
- First-tier parent firm
- Second-tier parent firm
- Third-tier parent firm
- Ultimate parent firm
10. Provide the current number of members of the company's board of directors. Include the name of the chairman of the board, if applicable.
11. Will any parent organizations be performing work requiring access authorizations? If yes, identify by legal name the parent organization(s) name.
12. Does your organization or any parent organization maintain DOD facility clearances? If yes, please provide the DOD cage code(s).

**PART II**  
**FOCI Submittal Package Checklist**

**For each submittal package, a separate checklist (see below) must be completed and submitted for the offeror, each tier parent, and lower-tier subcontractors.**

Solicitation Number

Offeror

1. This FOCI submittal package is for  
*(Company's Name)*

*(Relationship to Offeror)*

Point of contact, address and telephone/fax numbers <u>for FOCI data</u> for the above named company (complete only if this differs from information in Part I, Question 7)	
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Facility security officer, address, and telephone/FAX numbers for the above named company, if applicable. If not applicable, state "None." (Complete only if this differs from information in Part I, Question 7)	
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**2. Sole Proprietorship**

**Sole Proprietorship Checklist**

- ☐ The FOCI Representation and Certification form is attached, appropriately completed, signed, and dated.
- ☐ An explanation is attached, signed, and dated for each affirmative response to the FOCI Representations and Certifications form.
- ☐ A completed OODEP list is attached, signed, and dated. (The **spouse** of a Sole Proprietorship must be included)
- ☐ Current consolidated financial information is attached, signed, and dated. Financial data shall include an income statement for the most recent complete 12 month period, including current and total assets, current and total liabilities, and the amount of revenue derived from foreign sources (if none, so state).
- ☐ Copy of business registration/license (issued by the state) is attached.
- ☐ The Summary FOCI Data Sheet (Part I) is attached.

### 3. Partnership

#### Partnership Checklist

- ☐ The FOCI Representations and Certifications form is attached, appropriately completed, signed, and dated.
- ☐ An explanation is attached, signed, and dated for each affirmative response to the FOCI Representations and Certifications form.
- ☐ A completed OODEP list is attached, signed, and dated.
- ☐ Consolidated financial information is attached, signed, and dated. *See Financial Data Requirements, below.*
- ☐ A partnership agreement, including all amendments, is attached and dated.
- ☐ The Summary FOCI Data Sheet (Part I) is attached.

### 4. Privately-Owned Corporation

#### Privately-Owned Corporation Checklist

- ☐ The FOCI Representations and Certifications form is attached, appropriately completed, signed, and dated.
- ☐ An explanation is attached, signed, and dated for each affirmative response to the FOCI Representations and Certifications form.
- ☐ A completed OODEP list is attached, signed, and dated.
- ☐ Consolidated financial information is attached, signed, and dated. *See Financial Data Requirements, below.*
- ☐ Articles of Incorporation, including all amendments, are attached, dated, and signed, or a statement is attached, signed, and dated attesting to their currentness.
- ☐ Most recent Bylaws, including all amendments, are attached, dated, and signed, or a statement attesting to their currentness is attached, signed, and dated.
- ☐ Company's Board Meeting minutes, which elected the current Board members and company officers, are attached.
- ☐ The Summary FOCI Data Sheet (Part I) is attached.

## 5. Publicly Held Corporation

### Publicly Held Corporation Checklist

- ☐ The FOCI Representations and Certifications form is attached, appropriately completed, signed, and dated.
- ☐ An explanation is attached, signed, and dated for each affirmative response to the FOCI Representations and Certifications form.
- ☐ A completed OODEP list is attached, signed, and dated.
- ☐ Articles of Incorporation, including all amendments, are attached, dated, and signed, or a statement is attached, signed, and dated attesting to their currentness.
- ☐ Most recent Bylaws, including all amendments, are attached, dated, and signed, or a statement attesting to their currentness is attached, signed, and dated.
- ☐ Current Annual Report is attached and dated.
- ☐ SEC Form 10K is attached and dated.
- ☐ Most recent SEC Forms 13D and 13G are attached and dated.
- ☐ The Summary FOCI Data Sheet (Part I) is attached.

## 6. Limited Liability Company

### Limited Liability Company Checklist

- ☐ The FOCI Representations and Certifications form is attached, appropriately completed, signed, and dated.
- ☐ An explanation is attached, signed, and dated for each affirmative response to the FOCI Representations and Certifications form.
- ☐ A completed OODEP list is attached, signed, and dated.
- ☐ Consolidated financial information is attached, signed, and dated. *See Financial Data Requirements, below.*
- ☐ Articles of Organization are attached.
- ☐ Agreement of Organization (similar to a corporation's Bylaws) is attached.
- ☐ Certificate of Organization (issued by the state) is attached.
- ☐ The Summary FOCI Data Sheet (Part I) is attached.

**FINANCIAL DATA REQUIREMENTS for all of the above.**

- Financial data must be for the **most recently completed 12-month accounting period**.
- **Audited** Financial Data is preferred. If audited financial data is not available, the financial data must be submitted (signed and dated) by the appropriate official (e.g., Chief Financial Officer) and certified as to the unavailability of audited information.
- **Financial data** must include revenue and net income, current and total assets, current and total liabilities, and stockholders' equity. Include the amount of income derived from foreign sources (detailed by country). If none exists, include a statement to that effect.

**REMINDER**

- **Duplicate FOCI submission packages are required for the Offeror, and for each tier-parent firm, including the ultimate parent.**
- **All certifications must be signed by an official listed on the respective OODEP list.**

## FOREIGN OWNERSHIP, CONTROL OR INFLUENCE

### Representations & Certifications

Solicitation No.

This FOCI Submittal is for:

Offeror

#### **TAXPAYER IDENTIFICATION**

##### **(a) Definitions**

"Common parent," as used herein, means that corporate entity that owns or controls an affiliated group of corporations that files its Federal income tax returns on a consolidated basis and of which the Offeror is a member.

"Corporate status," as used herein, means a designation as to whether the Offeror is a corporate entity, an unincorporated entity (e.g., sole proprietorship, or partnership), or a corporation providing medical and health care services.

"Taxpayer Identification Number (TIN)," as used herein, means the number required by the IRS to be used by the Offeror/Subcontractor in reporting income tax and other returns.

##### **(b) Requirement**

All Offerors are required to submit the information required in paragraphs (c) through (e) of this form in order to comply with reporting requirements of 26 U.S.C. 6041, 6041A, and 6050M and implementing regulations issued by the Internal Revenue Service (IRS), at Title 26 of the Code of Federal Regulations (CFR).

If a resulting subcontract is subject to the reporting requirements described in FAR 4.903, at Title 48 of the CFR, the failure or refusal by the Offeror/Subcontractor to submit the information may result in a 20 percent reduction of payments otherwise due under the Subcontract.

##### **(c) Taxpayer Identification Number (TIN)**

- ☐ TIN
- ☐ TIN has been applied for.
- ☐ TIN is not required because
  - ☐ Offeror is a nonresident alien, foreign corporation, or foreign partnership that does not have income effectively connected with the conduct of a trade or business in the U.S. and does not have an office or place of business or a fiscal paying agent in the U.S.
  - ☐ Offeror is an agency or instrumentality of a foreign government.
  - ☐ Offeror is an agency or instrumentality of a Federal, state, or local government.
  - ☐ Other (state basis)



**(d) *Corporate Status***

- ☐ Corporation providing medical and health care services, or engaged in the billing and collecting of payments for such services.
- ☐ Other corporate entity
- ☐ Not a corporate entity
- ☐ Sole proprietorship
- ☐ Partnership
- ☐ Hospital or extended care facility described in 26 CFR 501(c)(3) that is exempt from taxation under 26 CFR 501(a).

**(e) *Common Parent***

- ☐ Offeror is not owned or controlled by a common parent as defined in paragraph (a) of this clause.
- ☐ Name and TIN of common parent: Name

TIN

<b>CERTIFICATE PERTAINING TO FOREIGN INTERESTS</b> <i>(Type or print all answers)</i>		<b>Form Approved</b> <b>OMB No. 0704-0194</b> <b>Expires Dec 31, 2000</b>	
<small>The public reporting burden for this collection of information is estimated to average 70 minutes per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed and completing and reviewing the collection of information. Send comments regarding this burden estimate or any other aspect of this information collection of information, including suggestions for reducing the burden, to Department of Defense, Washington Headquarters Service, Directorate for Information Operation and Reports (0704-0194), 1215 Jefferson Davis Highway, Suite 1204, Arlington, VA 22202-4302. Respondents should be aware that notwithstanding any other provision of law, no person shall be subject to any penalty for failing to comply with a collection of information if it does not display a currently valid OMB control number.</small>			
<b>PLEASE DO NOT RETURN YOUR FORM TO THE ABOVE ADDRESS. RETURN COMPLETED FORM TO YOUR RESPECTIVE COGNIZANT SECURITY OFFICE.</b>			
<b>PENALTY NOTICE</b>			
Failure to answer all questions or any misrepresentation (by omission or concealment, or by misleading, false or partial answers) may serve as a basis for denial of clearance for access to classified information. In addition, Title 18, United States Code 1001, makes it a criminal offense, punishable by a maximum of five (5) years imprisonment, \$15,000 fine or both, knowingly to		make a false statement or representation to any Department or Agency of the United States, as to any matter within the jurisdiction of any Department or Agency of the United States. This includes any statement made herein which is knowingly incorrect, incomplete or misleading in any important particular.	
<b>PROVISIONS</b>			
1. This report is authorized by the Secretary of Defense, as Executive Agent for the National Industrial Security Program, pursuant to Executive Order 12829. While you are not required to respond, your eligibility for a facility clearance cannot be determined if you do not complete this form. The retention of a facility security clearance is contingent upon your compliance with the requirements of DoD 5220.22-M for submission of a revised form as appropriate.		2. When this report is submitted in confidence and is so marked, applicable exemptions to the Freedom of Information Act will be invoked to withhold it from public disclosure.  3. Complete all questions on this form. Mark "Yes" or "No" for each question. If your answer is "Yes" furnish in full the complete information under "Remarks."	
<b>QUESTIONS AND ANSWERS</b>			
1. (Answer <i>la.</i> or <i>lb.</i> )		YES	NO
a. (For entities which issue stock): Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5 percent or more of the outstanding shares of any class of your organization's equity securities?		<input type="checkbox"/>	<input type="checkbox"/>
b. (For entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5 percent or more of your organization's total capital commitment?		<input type="checkbox"/>	<input type="checkbox"/>
2. Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10 percent or more of any foreign interest?		<input type="checkbox"/>	<input type="checkbox"/>
3. Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials?		<input type="checkbox"/>	<input type="checkbox"/>
4. Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization?		<input type="checkbox"/>	<input type="checkbox"/>
5. Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)?		<input type="checkbox"/>	<input type="checkbox"/>
6. Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)?		<input type="checkbox"/>	<input type="checkbox"/>
7. During your last fiscal year, did your organization derive:		<input type="checkbox"/>	<input type="checkbox"/>
a. 5 percent or more of its total revenues or net income from any single foreign person?		<input type="checkbox"/>	<input type="checkbox"/>
b. In the aggregate 30 percent or more of its revenues or net income from foreign persons?		<input type="checkbox"/>	<input type="checkbox"/>
8. Is 10 percent or more of any class of your organization's voting securities held in "nominee" shares, in "street names" or in some other method which does not identify the beneficial owner?		<input type="checkbox"/>	<input type="checkbox"/>
9. Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any		<input type="checkbox"/>	<input type="checkbox"/>

foreign person(s)?		
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10. Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization?

**REMARKS** *(Attach additional sheets, if necessary, for a full detailed statement.)*

**CERTIFICATION**

I CERTIFY that the entries made by me above are true, complete, and correct to the best of my knowledge and belief and are made in good faith.

WITNESSES:

*(Date Certified)*

**By:**

*(Contractor)*

NOTE: In case of a corporation, a witness is not required but the certificate below must be completed. Type or print names under all signatures.

***(Title)***

*(Address)*

NOTE: Contractor, if a corporation, should cause the following certificate to be executed under its corporate seal, provided that the same officer shall not execute both the Agreement and the Certificate.

**CERTIFICATE**

I, \_\_\_\_\_, certify that I am the

of the corporation named as Contractor herein; that

who signed this certificate on behalf of the Contractor, was then

of said corporation; that said certificate was duly signed for and in behalf of said corporation by authority of its governing body, and is within the scope of its corporate powers.

***(Corporate Seal)***

***(Signature and Date)***

**STANDARD FORM 328 (4/1997) (EG)**

**INSTRUCTIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO  
FOREIGN INTERESTS**

**Question #1:**

**a. Do any foreign person(s), directly or indirectly, own or have beneficial ownership of 5% or more of the outstanding shares of any class of your organization's equity securities? If yes:**

\*Identify the percentage of any class of stock or other securities issued which are owned by foreign persons, broken down by country. Include indirect ownership through one or more intermediate level(s) of subsidiaries. Indicate voting rights of each class of stock.

\*Are there shareholder agreements? If yes, attach a copy(ies), and if none, so state.

\*Indicate whether a copy of SEC Schedule 13D/13G report has been received from any investor. If yes, attach a copy(ies).

NOTE: Ownership of less than 5% should be included if the holder is entitled to control the appointment and tenure of any management position.

**b. (for entities which do not issue stock): Has any foreign person directly or indirectly subscribed 5% or more of your organization's total capital commitment? If yes:**

\*Identify the percentage of total capital commitment which is subscribed by foreign persons.

\*Is there an agreement(s) with the subscriber(s)? If yes, attach a copy(ies), and if none, so state.

**Question #2: Does your organization directly, or indirectly through your subsidiaries and/or affiliates, own 10% or more of any foreign interest? If yes:**

\*Identify the foreign interest by name, country, percentage owned, and personnel who occupy management positions with the organizations.

\*If there are personnel from your organization who occupy management positions with the foreign firm(s), identify the name(s), title, and extent of involvement in the operations of the organizations (to include access to classified information).

**Question #3: Do any non-U.S. citizens serve as members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials? If yes:**

\*Identify the foreign person(s) by name, title, citizenship, immigration status and clearance or exclusion status.

\*Attach copies of applicable by-laws or articles of incorporation which describe the affected position(s) . However, if you have already provided such copies to the Cognizant Security Agency Industrial Security Representative, so state.

**Question #4: Does any foreign person(s) have the power, direct or indirect, to control the election, appointment, or tenure of members of your organization's board of directors (or similar governing body) or other management positions of your organization, or have the power to control or cause the direction of other decisions or activities of your organization? If yes:**

\*Identify the foreign person(s) by name, title, citizenship, and all details concerning the control or influence.

Note: If any foreign person(s) have such power, this question shall be answered in the affirmative even if such power has not been exercised, and whether or not it is exercisable through ownership of your facility's securities, if such power may be invoked by contractual arrangements or by other means.

**Question #5: Does your organization have any contracts, agreements, understandings, or arrangements with a foreign person(s)? If yes:**

\*For each instance, provide the name of the foreign person, country, percentage of gross income derived, and nature of involvement, including:

\*whether defense/nuclear related or not

\*involvement with classified or export controlled technology

\*compliance with export control requirements

\* Where the organization has a large number of involvements and where these involvements are not defense/nuclear related and represent a small percentage of gross income, the explanation can be a generalized statement addressing the totals by country.

NOTE: We do not expect and will not require the contractor to ask every customer if he/she falls within the NISPOM definition of a foreign person. We will ask the contractor to provide ongoing security education to those individuals who negotiate and/or administer such agreements regarding their responsibilities to report agreements with a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question to "the best of his/her knowledge" or "through his/her best efforts".

**Question #6: Does your organization, whether as borrower, surety, guarantor or otherwise have any indebtedness, liabilities or obligations to a foreign person(s)?** If yes:

\*Provide your overall debt-to-equity ratio (in percentage)

\*With respect to indebtedness or liability to a foreign person, indicate to whom indebted or liable, what collateral has been furnished or pledged, and any conditions or covenants of the loan agreement. If stock or assets have been furnished or pledged as collateral, provide a copy of the loan agreement or pertinent extracts thereof (to include procedures to be followed in the event of default).

\*If any debentures are convertible, provide specifics.

\*If loan payments are in default, provide details.

\* This question should be answered in the affirmative if the debt is with a U.S. entity that is owned or controlled either directly or indirectly by a foreign person. If unknown, so state.

Note: As stated above, we do not expect and will not require the contractor to ask every lender if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle lending arrangements regarding their responsibilities to report any such arrangements with a foreign person lender, to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

**Question #7: During your last fiscal year, did your organization derive:**

**a. 5% or more of its total revenues or net income from any single foreign person?**

**b. in the aggregate 30% or more of its revenues or net income from foreign persons?**

If yes to either part of the question:

\*Provide overall percentage of income derived from foreign sources by country, nature of involvement, and type of services or products.

\*Indicate if any single foreign source represents in excess of 5% of total revenues or net income.

\*Indicate whether any classified information is involved.

\*State whether facility is in compliance with applicable export control requirements.

Note: As previously stated, we do not expect and will not require the contractor to ask every customer if he/she qualifies as a foreign person. We will ask the contractor to provide ongoing security education to those employees who handle information about company revenues regarding their responsibility to report revenues derived from a foreign person(s) to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

**Question #8: Is 10% or more of your organization's securities held in "nominee shares," in "street names" or in some other method which does not disclose the beneficial owner ? If yes:**

\*Identify each foreign institutional investor holding 10% or more of the voting stock by name and address and the percentage of stock held.

\*Indicate whether any investor has attempted to, or has exerted any control or influence over appointments to management positions or influenced the policies of the organization.

**Question #9: Do any of the members of your organization's board of directors (or similar governing body), officers, executive personnel, general partners, regents, trustees or senior management officials hold any positions with, or serve as consultants for, any foreign person(s)? If yes:**

\*Provide the name, title, citizenship, immigration status and clearance or exclusion status on all such persons.

\*Identify, by name and address, each foreign organization with which such persons serve and indicate the capacity in which they are serving.

\* Include a Statement of Full Disclosure of Foreign Affiliations for every cleared individual who is a representative of a foreign interest.

Note: We expect the contractor to be able to answer this question fully for those individuals holding such positions with his/her foreign subsidiaries and any foreign interests. However, we do not expect and will not require the contractor to ask every individual to ascertain if he/she is serving as a director, officer or manager of a foreign person. We will ask the contractor to provide ongoing security education to all key management personnel of their responsibilities to report serving as an interlocking director or in any other type of positions with a foreign person



to the best of their knowledge. The contractor will be certifying the response to this question as being to "the best of his/her knowledge" or "through his/her best efforts".

**Question #10: Is there any other factor(s) that indicates or demonstrates a capability on the part of foreign persons to control or influence the operations or management of your organization? If yes:**

\*Describe the foreign involvement in detail, including why the involvement would not be reportable in the preceding questions.

## **DEFINITIONS FOR COMPLETION OF THE CERTIFICATE PERTAINING TO FOREIGN INTERESTS**

**Affiliate** - Any entity effectively owned or controlled by another entity.

**Beneficial Owner** - The true owner of a security who may, for convenience, be recorded under the name of a nominee. Such ownership entitles the owner to the power to vote or direct the voting of a security or to impose or direct the disposition of a security.

**Bond** - A certificate which is evidence of a debt in which the issuer promises to repay a specified amount of money to the bondholder, plus a certain amount of interest, within a fixed period of time.

**Convertible Debentures** - Bonds which the holder can exchange for shares of voting stock.

**Covenant** - A detailed clause in a lending agreement designed to protect the lender.

**Debenture** - A general debt unsecured by a pledge of any specific piece of property. Like any other general creditor claims, a debenture is secured by any property not otherwise pledged.

**Debt-to-Equity Ratio** - Total liabilities divided by total shareholders' equity (total assets minus total liabilities of a corporation; also called stockholders' equity, equity, and net worth) . This shows to what extent owners' equity can cushion creditors' claims in the event of liquidation.

**Equity Security** - an ownership interest in a company, most often taking the form of corporate stock.

**Foreign Interest** - Any foreign government, agency of a foreign government, or representative of a foreign government; any form of business enterprise or legal entity organized, chartered or incorporated under the laws of any country other than the U.S. or its possessions and trust territories, and any person who is not a citizen or national of the United States.

**Foreign Person** - Any foreign interest and any US person effectively owned or controlled by a foreign interest.

**Guarantor** - One who makes the guaranty (an agreement or promise to answer for the debt, default or miscarriage of another)

**Immigration Status** - Legal basis for a non-US citizen's residence in the United States (e.g., work visa, admission for permanent residence) . Note: Immigration and Naturalization Service Form 1-9 is an excellent source for this information.

**Joint Venture** - A partnership or cooperative agreement between two or more persons or firms, usually restricted to a single specific undertaking. Normally the undertaking is of short duration, such as for the design and construction of a dam.

**Liability** - Claim on the assets of a company or individual.

**Licensing Agreement** - A permit granted by one business to another which permits duplication of processes and production of similar items.

**Management Positions** - for the purposes of the questions on this form, management positions shall include owners, officers, directors, partners, regents, trustees, senior management officials, other executive personnel and the facility security officer.

**Nominee Share** - A share of stock or registered bond certificate which has been registered in a name other than the actual owner.

**Proxy** - One who acts for another. Also, the document by which such a representative is authorized to act.

**Representative of a Foreign Interest (RFI)** - A citizen or national of the U.S., who is acting as a representative of a foreign interest (see Foreign Interest)

**S.E.C. Schedule 13D** - This schedule discloses beneficial ownership of certain registered equity securities. Any person or group of persons who acquire a beneficial ownership of more than 5 percent of a class of registered equity securities of certain issuers must file a Schedule 13D reporting such acquisition with certain other information.

**S.E.C. Schedule 13G** - This schedule is a much abbreviated version of Schedule 13D that is only available for use by a limited category of "persons" (such as banks, broker/dealers, and insurance companies) and even then only when the securities were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer.

**Sales Agreement** - An agreement between two parties for the sale of goods or services on a continuing basis.

**Stock Option** - An option is the right to buy or sell at some point in the future.

**Street Name** - The common practice of registering publicly traded securities in the name of one or more brokerage firms.

**Subordinated Debenture** - A bond having a claim on assets only after the senior debt has been paid off in the event of liquidation.

**Surety** - One who is immediately liable for the debt of another if that other person or entity fails to pay.

**Total Capital Commitment** - The sum of money and other property an enterprise uses in transacting its business.

**US Person** - Any form of business enterprise or entity organized, chartered or incorporated under the laws of the United States or its possessions and trust territories and any person who is a citizen or national of the United States.

**FOREIGN OWNERSHIP, CONTROL, OR INFLUENCE**  
**U. S. Department Of Energy List Of Sensitive Countries**

Countries appear on this list for reasons of national security, terrorism, or nuclear nonproliferation support.

Algeria	Libya
Armenia	Moldova
Azerbaijan	North Korea, Democratic People's Republic of
Belarus	Pakistan
China, People's Republic of	Russia
Cuba	Sudan
Georgia	Syria
India	Taiwan
Iran	Tajikistan
Iraq	Turkmenistan
Israel	Ukraine
Kazakhstan	Uzbekistan
Kyrgyzstan	

NOTE: Due to the dynamic nature of world events, other countries may, at times, become sensitive. Therefore, caution should be exercised in dealing with citizens of countries not listed to assure that sensitive information, although unclassified in nature, is not inadvertently disclosed. This would include nuclear and other U. S. technology and economic information.

**OFFICIAL USE ONLY** (When Completed)

**Owners, Officers, Directors, And Executive Personnel (OODEP)**

**LEGAL COMPANY NAME AND PHYSICAL ADDRESS OF FACILITY LOCATION:**

**ADDRESS OF COMPANY'S PRINCIPAL EXECUTIVE OFFICES IF DIFFERENT FROM THE PHYSICAL ADDRESS OF THE FACILITY LOCATION:**

INDIVIDUAL'S COMPLETE NAME	ALL COMPANY TITLES/POSITIONS HELD BY IDENTIFIED INDIVIDUAL	DATE/PLACE OF BIRTH/CITIZENSHIP (U.S., OTHER, DUAL)	SOCIAL SECURITY NUMBER	IDENTIFY INDIVIDUAL'S SECURITY CLEARANCE(S) LEVEL, ISSUING U.S. GOVERNMENT AGENCY(ies) OR EXCLUSION AND DATE

**LIST CERTIFIED CORRECT BY:**

Type or Print Name and Signature of Authorized Official \_\_\_\_\_ Title  
Date Certified

**IMPORTANT NOTE:** see next page for instructions regarding completion of this form.

**OFFICIAL USE ONLY** (When Completed)

## **INSTRUCTIONS:**

Provide requested OODEP information in accordance with the following instructions. In addition, the OODEP listing must be certified as being accurate, current, and complete by an authorized official of the organization [i.e., a person authorized to represent and sign for the organization as officially recorded by the organization (that is, in the document which sets forth the terms and conditions for its operation and management--the bylaws, operating agreement, partnership agreement, etc.)] or any other employee, identified by name, of the organization, if designated in writing by such an authorized official as having been delegated authority to execute the FOCI Representations and Certification on behalf of the organization:

**Owners.** The requested information on owners and representatives or agents of stockholders is to be attached to the organization's OODEP listing:

1. **For privately-owned organizations:**

- a. Provide the following information for each person (i.e., human being) who directly or indirectly owns or has beneficial ownership of 5 percent or more of any class of the organization's securities or who has directly or indirectly subscribed 5 percent or more of the organization's total capital commitment:
  - (1) If the beneficial owner holds a position as an OODEP in the organization and is identified on the OODEP listing, provide the individual's name with the class and number of shares of capital stock he/she owns of the organization's securities or the capital commitment he/she has subscribed.
  - (2) If the beneficial owner does not hold a position as an OODEP in the organization and is not identified on the OODEP listing, provide the individual's name, address, and the class and number of shares of capital stock he/she owns of the organization's securities or the capital commitment he/she has subscribed. If known, information on the individual's citizenship should also be provided.
- b. For each legal entity that directly or indirectly owns or has beneficial ownership of 5 percent or more of any class of the organization's securities or which has directly or indirectly subscribed 5 percent or more of the organization's total capital commitment, provide the legal name (i.e., as specified in charter) with the address of its principal executive offices and the class and number of shares of capital stock the entity owns of the organization's securities or the capital commitment the entity has subscribed. In addition, if the entity is controlled by another organization, the country of ultimate legal residence must be provided.
- c. Provide the name of any representative(s) or agent(s) of any owner (person or entity), if any, who hold positions, such as Board member (or similar type of governing body), officers, executive personnel, or general partners in your organization. Also identify the owner which the individual is representing.

2. **For publicly-traded organizations:**

- a. Provide the most recent copies of any Schedules 13D and/or 13G received from any beneficial owners (foreign or domestic) who hold 5 percent or more of the organization's securities.
- b. Provide the name of any representative(s) or agent(s) of any stockholder (person or entity), if any, who hold positions, such as Board member (or similar type of governing body), officers, executive personnel, or general partners in your organization. Also identify the stockholder which the individual is representing.

**Officers:** Identify and provide requested information (i.e., names, titles, etc.) for all of the organization's officers on the OODEP listing. "Officers" is defined as those persons in positions established as officers as officially recorded by the organization (that is, in the document filed for the organization's existence and the document which sets forth the terms and conditions for its operation and management--the articles of incorporation and bylaws; articles of organization and operating agreement; certificate of limited or general partnership and the partnership agreement; etc.). However, excluded from this definition are: (a) assistant vice presidents who have no management responsibilities related to performance on classified contracts; (ii) assistant secretaries; and (iii) assistant treasurers.

**Directors:** Identify and provide requested information (i.e., names, titles, etc.) for all of the organization's directors on the OODEP listing, to include identification of the Chairman of the Board and any Vice Chairman. If the organization has no Chairman of the Board of Directors, identify the individual who performs those functions at board meetings. "Directors" is defined as members of the board or similar governing body chosen to direct the affairs of a corporation or institution.

**Executive Personnel:** Identify and provide requested information (i.e., names, titles, etc.) for all of the organization's executive personnel on the OODEP listing. "Executive personnel is defined as those individuals who perform policy making functions for the organization, or any other person in charge of a principal business unit, division, or function.



Facility Security Officer: Identify and provide requested information (i.e., name, title, etc.) for the organization's Facility Security Officer. "Facility Security Officer" is defined as the individual at the facility assigned the responsibility of administering the requirements of the Safeguards and Security Program within the facility.

Spouse of a sole proprietor: For those sole proprietorships operating in community property states (including California), identify and provide requested information (i.e., all information required on the OODEP listing) on a sole proprietor's spouse, if any. If there is no spouse, so state.

Vacant positions: If any OODEP position is vacant, so state and include the estimated date that the vacancy will be filled.

Solicitation No.

FOCI Submittal For

Offeror

**FOREIGN OWNERSHIP, CONTROL OR INFLUENCE  
Representative Of Foreign Interest (RFI) Statement**

Name of foreign interest

Address of the foreign interest

Nature of business of foreign interest and the products/services involved. Identify whether the products/services are strictly commercial in nature or whether there could be a military application.

Details of ownership or affiliation of the foreign interest

The specific relationship between the foreign interest and the United States organization

Your job title(s) and specific duties with the foreign interest:

Percentage of time devoted to foreign interest:

Percentage of U. S. organization's revenues and net income derived from foreign firm during the U. S. organization's most recently closed accounting year:

Name and address of all U. S. facilities where you hold or are in process for an access authorization

The nature of business of all U. S. organizations and the products/services involved

Summary of duties with the United States organization. Provide detailed information, as well as position title(s)

Have you ever registered as an agent of a foreign government as detailed in 18 U. S. C. 219? If yes, please provide details:

## Certification

I recognize my special responsibility to protect classified information and/or special nuclear material from disclosure to any unauthorized person, foreign or domestic.

Type or print full name

Signature \_\_\_\_\_ Date

Social Security Number

Legal name of contractor facility

*Official Use Only (when completed)*

Foreign Ownership, Control, and Influence  
Shareholders

**Company Name**

Number of Shares Authorized:

shares and %  
(Name and Title of Shareholder)

shares and %  
(Name and Title of Shareholder)

shares and %  
(Name and Title of Shareholder)

shares and %  
(Name and Title of Shareholder)

\_\_\_\_\_  
Corporate Signature

\_\_\_\_\_ Title \_\_\_\_\_

\_\_\_\_\_  
Date